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*Attorneys for the Official Committee of Equity
 Security Holders of USA Capital Diversified Trust
 Deed Fund, LLC*

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

**DECLARATION OF MICHAEL A.
 TUCKER REGARDING
 DIVERSIFIED TRUST DEED
 FUND COMMITTEE'S SUPPORT
 AND APPROVAL OF DEBTORS'
 MOTION FOR ORDER
 SCHEDULING AN AUCTION FOR
 THE SALE OF CERTAIN ASSETS,
 APPOINTING SPCP GROUP, LLC,
 AS LEAD BIDDER, AND
 APPROVING BID PROCEDURES
 AND PROTECTIONS**

Date: October 25, 2006
 Time: 9:30 a.m.
 Courtroom: 1

1 I, Michael A. Tucker, hereby declare, verify and state as follows:

2 1 I am a Senior Managing Director with FTI Consulting, Inc. ("FTI"), a financial
3 advisory services firm specializing in reorganization, litigation and related consulting
4 services. I joined FTI in 2002 upon FTI acquiring PricewaterhouseCoopers LLP's Business
5 Recovery Services group where I was a Partner and had been employed for 17 years.

6 2 FTI was retained by the Official Committee of Equity Security Holders of
7 USA Capital Diversified Trust Deed Fund, LLC (the "Diversified Committee") on June 9,
8 2006, to perform financial advisory services for the Diversified Committee in the chapter 11
9 cases (the "Cases") captioned above.

10 3. I make this declaration from my personal knowledge and could and would
11 competently testify to the facts contained herein regarding the Diversified Committee's
12 support and approval of the auction process, bid procedures and protections, as proposed by
13 the debtors (the "Debtors") in the Motion For Order Scheduling an Auction For The Sale of
14 Certain Assets, Appointing SPCP Group, LLC, as Lead Bidder, and Approving Bid
15 Procedures and Protections (the "Bid Procedures Motion") and subsequent related pleadings.

16 4. Over the past two months, I have, together with counsel for the Diversified
17 Committee, (a) participated in ongoing, lengthy settlement and plan negotiations with the
18 Debtors' professionals and the professionals of the other committees appointed in these Cases
19 by the Office of the United States Trustee, which negotiations included, but were not limited
20 to, the auction process, SPCP Group, LLC as lead bidder, and the bid procedures and
21 protections, as proposed by the Debtors in their Bid Procedures Motion and related pleadings
22 including the revised Asset Purchase Agreement filed with the Court on October 19, 2006
23 [Docket No. 1603, at Exhibit A]; (b) discussed with several prospective bidders the particular
24 challenges of the investments held by USA Capital Diversified Trust Deed Fund, LLC
25 ("DTDF"), almost all of which are not the loans secured by first deeds of trust on real estate
26 promised in the various writings distributed to prospective DTDF investors by DTDF and its
27 affiliates; (c) analyzed expressions of interest from various potential bidders for, among other
28 things, the DTDF assets; and (d) presented to and advised the Diversified Committee

1 members of the details and significance of such bid procedures, settlement and plan
 2 negotiations, discussions with prospective bidders and expressions of interest for the DTDF
 3 assets from those parties.

4 5. After much analysis, discussion, and deliberation about the expressions of
 5 interest for the DTDF assets, no prospective offer was found to be of sufficient substance to
 6 interest the Diversified Committee members in selling the DTDF assets. Thus, the
 7 Diversified Committee and its professionals will continue to vigorously work to monetize the
 8 DTDF assets, whether by collection of loans or sale of assets.

9 6. Even though the proposed sale to SPCP Group, LLC would provide little direct
 10 benefit to DTDF, the members of the Diversified Committee and the professionals advising
 11 the Diversified Committee believe that such sale would assist DTDF and its investors in two
 12 very important ways. First, the sale would facilitate a consensual plan – which has not yet
 13 been fully negotiated – that would enable the Debtors to settle their numerous claims against
 14 one another. Second, it would speed the exit from chapter 11 of all of the Debtors, thus
 15 hastening the end of the significant administrative expense burden on all of the Debtors,
 16 including DTDF.

17 7. Notwithstanding the lack of a potential sale of DTDF assets, the Diversified
 18 Committee members understand the proposed sale to SPCP Group, LLC, the auction process
 19 proposed in the Bid Procedures Motion, and have voted to support the auction process as
 20 proposed by the Debtors.

21 8. Accordingly, on October 18, 2006, the Diversified Committee filed with the
 22 Court a response in support of the Bid Procedures Motion [Docket No. 1570].

23 I declare under penalty of perjury under the laws of the United States of America that
 24 the foregoing is true and correct to the best of my knowledge and belief.

25 Executed this 23rd day of October 2006, at Phoenix, Arizona.

26 /s/ Michael A. Tucker

27 _____
 28 Michael A. Tucker